

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

BALLY TOTAL FITNESS HOLDING	:
CORPORATION,	:
	:
Plaintiff,	:
	:
v.	:
	Civil Action No. 05-841-JJF
	:
LIBERATION INVESTMENTS, L.P.,	:
LIBERATION INVESTMENTS, LTD.,	:
LIBERATION INVESTMENT GROUP LLC	:
and EMANUEL R. PEARLMAN,	:
	:
Defendants.	:

O R D E R

WHEREAS, Plaintiff has filed a Motion For Temporary Restraining Order (Notice Provided) (D.I. 5) dated December 5, 2005, requesting the Court to issue a temporary restraining order precluding Defendants from, among other things, soliciting proxies and shareholder support for a stockholder proposal to be submitted at the January 26, 2006 annual stockholder meeting of Bally Total Fitness Holding Corporation;

NOW THEREFORE, IT IS HEREBY ORDERED that:

1. A hearing will be held to consider the above-referenced Motion on **Wednesday, December 7, 2005 at 2:30 p.m.** in Courtroom 4B on the 4th Floor, Boggs Federal Building, Wilmington, Delaware.

2. The Court has allocated twenty (20) minutes per side for the parties' presentations related to the Motion.

3. Defendants shall file any response to Plaintiff's Motion by **Wednesday, December 7, 2005 at 12:00 p.m.**

4. Plaintiff shall provide Defendants with Notice of this Order.

December 6 2005

DATE

Joseph L. Farnham
UNITED STATES DISTRICT JUDGE